



CORPORATION SERVICE COMPANY\*

RECORDATION NO. 23404-L FILED

JAN 17 '06

1-19 PM

SURFACE TRANSPORTATION BOARD



January 13, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 149347-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 21, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas New York, NY 10036

Lessee: **LEHIGH CEMENT COMPANY FKA CALAVERAS CEMENT COMPANY**  
One Concord Centre, 2300 Clayton Rd Concord, CA 94520

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **LEHIGH CEMENT COMPANY FKA CALAVERAS CEMENT COMPANY** covering 60 covered hopper cars with reporting marks and numbers – CEFX 84585 – CEFX 84644 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23404 dated 03/15/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21<sup>ST</sup> day of FEBRUARY, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LEHIGH SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY, a California corporation, with an address at One Concord Centre, 2300 Clayton Road, Concord, CA 94520 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 24, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 15, 2001 as Recordation Number 23404.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LEHIGH SOUTHWEST CEMENT COMPANY f/k/a  
CALAVERAS CEMENT COMPANY

By: J. Gathke  
Name: J. Gathke  
Title: MRTG SVCS Mgr

# Schedule A

## Number of Cars

## Equipment Description

60 3,281 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	84585	53	CEFX	84637
2	CEFX	84586	54	CEFX	84638
3	CEFX	84587	55	CEFX	84639
4	CEFX	84588	56	CEFX	84640
5	CEFX	84589	57	CEFX	84641
6	CEFX	84590	58	CEFX	84642
7	CEFX	84591	59	CEFX	84643
8	CEFX	84592	60	CEFX	84644
9	CEFX	84593			
10	CEFX	84594			
11	CEFX	84595			
12	CEFX	84596			
13	CEFX	84597			
14	CEFX	84598			
15	CEFX	84599			
16	CEFX	84600			
17	CEFX	84601			
18	CEFX	84602			
19	CEFX	84603			
20	CEFX	84604			
21	CEFX	84605			
22	CEFX	84606			
23	CEFX	84607			
24	CEFX	84608			
25	CEFX	84609			
26	CEFX	84610			
27	CEFX	84611			
28	CEFX	84612			
29	CEFX	84613			
30	CEFX	84614			
31	CEFX	84615			
32	CEFX	84616			
33	CEFX	84617			
34	CEFX	84618			
35	CEFX	84619			
36	CEFX	84620			
37	CEFX	84621			
38	CEFX	84622			
39	CEFX	84623			
40	CEFX	84624			
41	CEFX	84625			
42	CEFX	84626			
43	CEFX	84627			
44	CEFX	84628			
45	CEFX	84629			
46	CEFX	84630			
47	CEFX	84631			
48	CEFX	84632			
49	CEFX	84633			
50	CEFX	84634			
51	CEFX	84635			
52	CEFX	84636			